

## **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

14	17	77	)
14	1	10	5

OMB APPROVAL

OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated aver	age burden
hours per resp	onse16.00
SEC	USE ONLY
Prefix	Serial
1	1
	<u></u>
DATE	RECEIVED
1	i

Name of Offering ( check if this is an amendo		change.)		
FrontPoint Offshore Enhanced Alpha Fund I, Ltd	. Rule 504 Rule 505	X Rule 506	Sec	ion 4(6) ULOE
Filing Under (Check box(es) that apply):	Amendment	Z / (C/C 500		
Type of Filing: New Filing	BASIC IDENTIFICATION	CONTRACTOR OF		
			<b>的数据,如此类似的</b>	
<ol> <li>Enter the information requested about the is:</li> </ol>	suer			
Name of Issuer ( check if this is an amen FrontPoint Offshore Enhanced Alpha Fund I, Lie	ndment and name has changed, and indic d.			
Address of Executive Offices	(Number and Street, City, State, Zip Co.	de)		ber (Including Area Code)
2 Greenwich Plaza, Greenwich, CT 06830			203 622-5200	has (Individen Ason Code)
Address of Principal Business Operations	(Number and Street, City, State, Zip Co.	de)	relephone wum	ber (Including Area Code)
(if different from Executive Offices)	E			
Brief Description of Business Exempted company limited by shares investing	in limited partnership interest of affiliated	SEP 2 1 2 THOWSO	N	07078087
Type of Business Organization			<del>-</del>	
	limited partnership, already formed		other (please	e specify).
□ business trust	limited partnership, to be formed			
Actual or Estimated Date of Incorporation or Or Jurisdiction of Incorporation or Organization:	ganization:  (Enter two-letter U.S. Postal Service ab CN for Canada; FN for other foreign jun		⊠ Actual ate: F N	☐ Estimated

#### **GENERAL INSTRUCTIONS**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	PER LAN	A BASIC	IDENTIFICATION DAT	Anthrope	
<ol><li>Enter the information reques</li></ol>					
<ul> <li>Each promoter of the it</li> </ul>	ssuer, if the issuer h	nas been organized within t	he past five years;		e do allo al the legisle
Each beneficial owner	having the power to	vote or dispose, or direct i	he vote or disposition of, 10	% or more of a class	of equity securities of the issuer;
Each executive officer     Each general and man			ate general and managing (	Daturers of partiers of	p 1550015, and
	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Check Box(es) that Apply:		☐ periencial Owner		— — — — — — — — — — — — — — — — — — —	2 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 -
Full Name (Last name first, if FrontPoint Enhanced Alpha F					
Business or Residence Addre		Street City State Zin C	'ode)		
2 Greenwich Plaza, Greenwich		Street, Ony, Otalo, Ep C	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Check Box(es) that Apply:	⊠ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if					
FrontPoint Partners LLC	iliotaio osi)			•	
Business or Residence Addre	es /Number and	Street City State Zin C	Code)	<del></del>	
2 Greenwich Plaza, Greenwich		0400t, 011, 0tale, 2p			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		□ Director	General and/or Managing Partner
Full Name (Last name first, if					
Hagarty, John	martidodij				
Business or Residence Addre	ss (Number and	Street City, State, Zin C	lode)		
2 Greenwich Plaza, Greenwich		ou out, only, one of —p			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if					
Boyle, Geraldine	#10/1/000/j				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
2 Greenwich Plaza, Greenwich		• • • • • • • • • • • • • • • • • • • •	,		
Check Box(es) that Apply:	Promoter	Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if					
Arnold, Jill	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				,
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
2 Greenwich Plaza, Greenwich			•		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Creaney, Robert	•				
Business or Residence Addre	ess (Number and	Street, City, State, Zip (	Code)		
2 Greenwich Plaza, Greenwich		-			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer		General and/or Managing Partner
Full Name (Last name first, if	Individual)			<del></del>	
McKinney, T.A.	•				
Business or Residence Addre	ess (Number and	Street, City, State, Zip (	Code)		
2 Greenwich Plaza, Greenwich					
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	·			
Henry, Michael					
Business or Residence Addre	ess (Number and	Street, City, State, Zip (	Code)		
2 Greenwich Plaza, Greenwich					
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Marmoll, Eric					
Business or Residence Addre	ess (Number and	Street, City, State, Zip (	Code)		
2 Greenwich Plaza, Greenwich	ch, CT 06830				

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if indiv			E CYGOGIA O MIGO.		
Munno, Dawn	iduai)				
Business or Residence Address (N	Number and St	reet City State Zin Co	nde)		
2 Greenwich Plaza, Greenwich, C			,		
		Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if indiv			EN ENGOUNT CHICA		
Mendelsohn, Eric	nuusi)				
Business or Residence Address (N	Number and St	treet City State Zin Co	ode)		
2 Greenwich Plaza, Greenwich, C		, O, O,	<i>545</i> ,		
		Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if indiv					
Garrett, James	nuuaij				
Business or Residence Address (N	Number and St	treet City State Zin Co	ode)		· · · · · · · · · · · · · · · · · · ·
2 Greenwich Plaza, Greenwich, C		(rect, ony, omis, my	<b>445</b> ,		
	] Promoter	Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, If Indiv		D Bertellada Owiter	23 dividence divides		
•	nduarj				
Jacoby, William  Business or Residence Address (I	Number and S	treet City State Zin C	ode)		
2 Greenwich Plaza, Greenwich, C		treet, City, State, Zip O	000;		
		☐ Beneficial Owner		Director	General and/or Managing Partner
Ottoor Dott (Ott) many pp 31		☐ Benelicial Owner	M Executive Officer		
Full Name (Last name first, if indiv	viduai)				
Caffray, Gil Business or Residence Address (I	Number and C	troot City State Zin C	ode)		
2 Greenwich Plaza, Greenwich, C		ireet, Oily, State, Elp O	oucy		
		☐ Beneficial Owner		☐ Director	General and/or Managing Partner
5.100H = 5.1(15) + 1.51 + 1.51	Promoter	☐ Berielicai Owiei	M Executive Officer		
Full Name (Last name first, if indiv	viouarj				
Kelly, Mike Business or Residence Address (I	Number and C	troot City State Zin C	(aha)		
2 Greenwich Plaza, Greenwich, C		illedi, City, State, Zip O			
		III Deception Overs	Executive Officer	☑ Director	General and/or Managing Partner
5.1651. 501(10) 1.121. <del>4</del>	Promoter	☐ Beneficial Owner	☐ Executive Officer	E2 Oli ecco	
Full Name (Last name first, if Indiv	viouai)				
Lang, Martin	No. observed C	terat City State Zin C	'oda)		
Business or Residence Address ( P.O. Box 61, KY1-1102, 4 <sup>th</sup> Floor,	Number and S	re Georgetown Grand	i Cavman, Cavman Islar	nds	
			Executive Officer		General and/or Managing Partner
On a on Control of the original of the origina		☐ Beneficial Owner	☐ Executive Onicer	⊠ Director	
Full Name (Last name first, if indi-	vidual)				
Ruddick, Geoff	N	The A City State 7:- C	'ada'		
Business or Residence Address ( P.O. Box 61, KY1-1102, 4th Floor,				nds	
					General and/or Managing Partner
	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Function
Full Name (Last name first, if indi-	vidual)	. 14 011 0 0	International Ltd for the	hanafit of Customer	2607331
Brown Brothers Hamman & Co as				nevelle of Castollia	
Business or Residence Address (			oue)		
525 Washington Boulevard, Jerse			D. C	Dispetas	☐ General and/or Managing Partner
	Promoter	Beneficial Owner	☐ Executive Officer	Director	Caretar atturor wattaging Fartilet
Full Name (Last name first, if indi	ividual)				
Morgan Stanley & Co. plc		V	Nada)		
Business or Residence Address (			vone)		
20 Cabot Square, Canary Wharf,	London ±14 4	NUVV			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					В	INFORMA	TION/ABOU	t offerin	GISTAN TO				
1.	Has the	issuer sole	d. or does th	e issuer inte	nd to sell. to	non-accredi	Ited investor	s in this offer	ing?	••••		Yes □	No ⊠
	, 100 1110	100001 00.	a, o. 0000 u.	J 1000 - 1 1111		so in Append							
2.	What Is	the minim	um investme	nt that will b		from any indi				,		\$500,000	
						17						Yes ⊠	<b>№</b>
4	Enter th	e informat	ion requeste	d for each p	erson who l	as been or	will be paid	or given, dire	ectly or indire	ectly, any co	mmission		
	or simili listed is name o	ar remune an associ of the broke	ration for soli lated person	licitation of post of a control of the control of t	ourchasers i a broker of five (5) pers	n connectior r dealer regl: ons to be lis	n with sales stered with t	of securities the SEC and	in the offer d/or with a s	ing. It a per: tate or state	son to be s, list the		
		ast name t nley & Co. (	first, if individ plc	lual)									
Busi	ness or	Residence	Address (No	ımber and S	treet, City, S	State, Zip Co	de)						
			ary Wharf, Lo								<u>.</u>		
Nam	e of Ass	sociated Br	oker or Deal	er									
State	s in Wh	ich Person	Listed Has	Solicited or I	ntends to S	olicit Purcha:	sers	<u> </u>	···			☐ All States	
										(FL)	[GA]	[HI]	, [נסו]
[A		[AK]	[AZ]	(AR) (KS)	[CA] [KY]	[CO] [LA]	(CT) [ME]	(DE) (MD)	[DC] [MA]	(MI)	[MN]	(MS)	(MO)
!!] [M]	*	[IN] [NE]	[A] [NV]	[NH]	[NJ[	[MM]	[NY]	[NC]	[ND]	[OH]	[ок]	[OR]	[PA[
[F	-	[SC]	[SD]	[TN]	[TX]	[TU]	[\(\mathbf{I}\)]	[VA]	[AW]	[WV]	[WI]	[WY]	[PR]
Busi	ness or	Residence	first, if individual first, if	umber and S	Street, City, S	State, Zip Co	ode)						
						**********				_			
						olicit Purcha						☐ All States	<b>5</b>
			or check ind. [AZ]	(AR)	(CA)	[CO]	[CT]	(DE)	[DC[	(FL)	[GA]	(HI(	[ID]
_	.L) L)	[AK] [IN]	[AZ] [IA]	[KS]	[KY]	[LA]	[ME]	(MD)	(MA)	[MI]	(MN)	[MS]	[MO]
-	-, IT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ON]	(OH)	[OK]	(OR)	[PA]
(F	RI)	[SC]	[SD]	[TN]	[TX]	[UT]	[/1]	[VA] 	(WA)	[WV]	[WI]	[WY]	(PR)
Full	Name (i	Last name	first, If Individ	dual)									
Bus	iness or	Residence	Address (N	umber and \$	Street, City,	State, Zip Co	ode)		- · · · · · · · · · · · · · · · · · · ·	<del> </del>	<del> </del>		
						<del></del>							
Nan	ne of As	sociated B	roker or Dea	ler									
						olicit Purcha						☐ All State	<u></u> s
					(CA)	[CO]	[CT]	[DE]	(DC)	(FL)	[GA]	(HI)	- [ID]
-	NL)  L]	(AK) [IN]	(AZ) [IA]	[AR] [KS]	(KY)	[CO] [LA]	(O1) (ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
-	AT)	(NE)	(NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	(ND)	(OH)	(OK)	[OR]	[PA]
	રા[	(SC)	(SD)	[TN]	įτχj	[UT]	[VT]	[VA]	]AW]	[WV]	[Wi]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enler the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Offering Price Amount Already Sold Type of Security Debt..... Equity ..... ☐ Preferred ☐ Common Convertible Securitles (including warrants)..... \$5,000,000 \$5,000,000 Partnership Interests..... Other (Specify \$5,000,000 \$5,000,000 Total ..... Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors \$5,000,000 Accredited Investors Non-accredited Investors..... Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the Issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. **Dollar Amount** Type of Sold Security Type of offering Rule 505 ..... Regulation A..... Rule 504..... Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

 Transfer Agent's Fees
 \$

 Printing and Engraving Costs
 \$

 Legal Fees
 \$

 Accounting Fees
 \$

 Engineering Fees
 \$

 Sales Commissions (specify finders' fees separately)
 \$

 Other Expenses (identify)
 \$

 Total
 \$

b. Enter the difference between the aggregate offering price given in response to Part C  — Question 1 and total expenses in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C  — Question 4.b above.  Payments to Officers, Directors & Affiliates  Payments To Others  Salaries and fees
to be used for each of the purposes shown. If the amount for any purpose is not known, furrish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.  Payments to Officers, Directors & Affiliates  Salaries and fees
Salaries and fees
Purchase of real estate
Purchase, rental or leasing and installation of machinery and equipment
Construction or leasing of plant buildings and facilities
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Working capital  \$ \$ \$ \$ \$ \$ \$ \$ \$
offering that may be used in exchange for the assets or securities of another Issuer pursuant to a merger)  Repayment of indebtedness  Working capital  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Repayment of indebtedness S S S S S S S S S S S S S S S S S S
Working capital
Other (specify): Investment in limited partnership interest of affiliated entity.
Column Totals
Total Payments Listed (column totals added)
D. FEDERAL'S IGNATURE
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.
Issuer (Print or Type) Signature Date
FrontPoint Offshore Enhanced Alpha Fund I, Ltd. Wualdust TSU September 4/2007
Name of Signer (Print or Type)  Title of Signer (Print or Type)
Geraldine Boyle Senior Vice President of FrontPoint Enhanced Alpha Fund I GP, LLC, the manager of the Issuer

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

